

PARTICIPATING AGREEMENT

This Participating Agreement (the "Participating Agreement") is made and entered into by and between

_____ (the "Affiliate") and **GE Capital Financial Inc.** ("GECF").

PRIMARY CONTACT

The Participating Affiliate contact for this Participating Agreement is as follows:

Name: _____

Address: _____

Telephone: _____

Fax: _____

E-mail: _____

RECITALS

WHEREAS the State of North Dakota, acting through its Office Management and Budget (STATE) and GECF entered into a certain Purchasing Card Program Master Agreement dated July 25, 2006, as may be amended from time to time, (collectively, the "Agreement");

WHEREAS, Affiliate is an organization affiliated with the State of North Dakota as set forth in North Dakota Century Code § 54-44.4-13 and desires to establish an independent card program on the same terms and conditions as the Agreement;

NOW THEREFORE, the Parties hereto agree as follows:

AGREEMENT

1. **Definitions.** All terms used in this Participating Agreement have the meaning set forth in the Master Agreement, unless such terms are otherwise defined herein.

2. **Effect of Participating Agreement.** Affiliate agrees that the term "State in the Agreement shall refer to Affiliate. Affiliate agrees that by executing this Participating Agreement, the Affiliate hereby adopts the Master Agreement and agrees to be bound by all the terms, conditions, responsibilities and provisions thereof applicable to Affiliate as "State" under the Agreement; provided, however, that the references to the contact information of the State under section 16 (Notice) shall be deemed to refer to the contact information set forth above for "Primary Contact".

3. **Acknowledgements.** Affiliate acknowledges that it is solely responsible for the payment of purchases made using Cards and/or Accounts issued by GECF to the Affiliate. Any and all revenue sharing payments accruing on account of the Affiliate's net purchase volume (if any) shall be paid by GECF to Affiliate.

4. **No Amendment.** This Participating Agreement does not and shall not be deemed to amend, change or modify the Master Agreement.

EFFECTIVENESS OF PARTICIPATING AGREEMENT

This agreement becomes effective until fully executed by all parties.

AFFILIATE

Signed: _____

Printed Name: _____

Title: _____

Date: _____

STATE OF NORTH DAKOTA

The below State signature is for the sole purpose of verification that the above affiliate is statutorily authorized to participate in the State's master agreement.

Signed: _____

Printed Name: _____

Title: _____

Date: _____

GE CAPITAL FINANCIAL, INC

Signed: _____

Printed Name: _____

Title: _____

Date: _____